

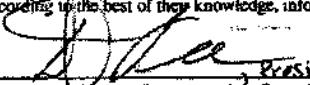
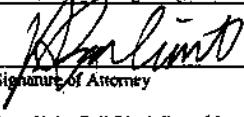
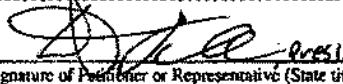
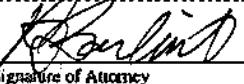
FORM 5 (10/06)

FORM 5. INVOLUNTARY PETITION

United States Bankruptcy Court Northern District of Illinois - Eastern Division		INVOLUNTARY PETITION
IN RE (Name of Debtor - If Individual: Last, First, Middle) 3 Point Media - Utah, L.L.C.		ALL OTHER NAMES, used by debtor in the last 8 years
LAST FOUR DIGITS OF SOC. SEC. NO./Complete EIN or other TAX I.D. NO. (If more than one, state all.) 36-4470799		
STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code) 980 N. Michigan Avenue Suite 1880 Chicago, Illinois 60611		MAILING ADDRESS OF DEBTOR (If different from street address)
<div style="border: 1px solid black; padding: 2px; text-align: center;"> COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS Cook </div>		
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If Different from previously listed addresses) 2835 East 3300 South Salt Lake City, Utah 84109		
CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11		
INFORMATION REGARDING DEBTOR (Check applicable boxes)		
Nature of Debts (Check one box)	Type of Debtor (Form of Organization) <input type="checkbox"/> Individual (Includes Joint Debtor) <input type="checkbox"/> Corporation (Includes LLC and LLP) <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other (If Debtor is not one of the above entities, check this box and state type of entity below.) <u>Limited Liability Corporation</u>	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. 101(51)(B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other
VENUE <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District <input type="checkbox"/> A bankruptcy case concerning the debtor's affiliate, general partner or partnership is pending in this District	FILING FEE (Check one box) <input checked="" type="checkbox"/> Full fee attached <input type="checkbox"/> Petitioner is a child support creditor or its representative, and the form specified in 304(g) of the Bankruptcy Reform Act of 1994 is attached. <i>[If a child support creditor or its representative is a petition, and if the petition files the form specified in 304(g) of the Bankruptcy Reform Act of 1994, no fee is required.]</i>	
PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)		
Name of Debtor	Case Number	Date
Relationship	District	Judge
ALLEGATIONS (Check applicable boxes)		COURT USE ONLY
1. <input checked="" type="checkbox"/> Petitioner(s) are eligible to file this petition pursuant to 11 U.S.C. 303(b) 2. <input checked="" type="checkbox"/> The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code. 3.a. <input checked="" type="checkbox"/> The debtor is generally not paying such debtor's debts as they become due, unless such debtors are the subject of a bona fide dispute as to liability or amount; or 3.b. <input type="checkbox"/> Within 120 days preceding the filing of this petition, a custodian, other than a trustee, receiver, or agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.		

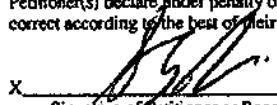
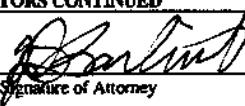
OFFICIAL FORM 5 - Involuntary Petition - Page 2

Name of Debtor 3 Point Media - Utah, L.L.C.
Case No. _____

TRANSFER OF CLAIM			
<input type="checkbox"/> Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1003(a).			
REQUEST FOR RELIEF			
Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.			
Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.			
X  Signature of Petitioner or Representative (State title) <u>President</u> Date Signed <u>2/16/07</u>	 Signature of Attorney <u>Ronald</u> Date <u>2/22/07</u>		
D.B. Zwick Special Opportunities Fund, L.P. By: D.B. Zwick Partners, LLC, its General Partner, by Zwick Holdings, LLC, its Managing Member		Name of Attorney Firm (If any) <u>Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd.</u> Date Signed <u>3/20/07</u>	
Name of Petitioner		Address <u>55 East Monroe Street, Suite 3700</u> <u>Chicago, Illinois 60603-5802</u> <u>Attn. Ronald Bartlant, Esq.</u>	
Mailing Address of Individual Signing in Representative Capacity:		Telephone No. <u>(312) 201-4000</u>	
c/o D.B. Zwick Special Opportunities Fund, L.P. 745 Fifth Avenue, 18th Floor New York, New York 10019		Name of Attorney Firm (If any) <u>Schulte Roth & Zabel LLP (co-counsel)</u> Address <u>919 Third Avenue</u> <u>New York, New York 10022</u> <u>Attn. Adam C. Harris, Esq. and David M. Hillman, Esq.</u>	
X  Signature of Petitioner or Representative (State title) <u>President</u> Date Signed <u>2/16/07</u>		 Signature of Attorney <u>Ronald</u> Date <u>2/22/07</u>	
D.B. Zwick Special Opportunities Fund, Ltd. By: D.B. Zwick & Co., L.P., its Manager, by Zwick Holdings, LLC, its Managing Member		Name of Attorney Firm (If any) <u>Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd.</u> Date Signed <u>2/20/07</u>	
Name of Petitioner		Address <u>55 East Monroe Street, Suite 3700</u> <u>Chicago, Illinois 60603-5802</u> <u>Attn. Ronald Bartlant, Esq.</u>	
Mailing Address of Individual Signing in Representative Capacity:		Telephone No. <u>(312) 201-4000</u>	
c/o D.B. Zwick Special Opportunities Fund, Ltd. 745 Fifth Avenue, 18th Floor New York, New York 10019		Name of Attorney Firm (If any) <u>Schulte Roth & Zabel LLP (co-counsel)</u> Address <u>919 Third Avenue</u> <u>New York, New York 10022</u> <u>Attn. Adam C. Harris, Esq. and David M. Hillman, Esq.</u>	
PETITIONING CREDITOR CLAIM INFORMATION CONTINUED ON NEXT PAGE			
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.	Total Amount of Petitioners' Claims See Attached Additional Petitioning Creditors Sheet		
2 continuation sheets attached			

OFFICIAL FORM 5 - Involuntary Petition - Page 3

Name of Debtor 3 Point Media - Utah, L.L.C.
Case No.

PETITIONING CREDITORS CONTINUED		
<p>Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.</p> <p> <u>3/23/07</u> Signature of Petitioner or Representative (State title) Date Signed</p> <p><u>Fortress Credit Opportunities I LP, By Fortress Credit Opportunities I GP LLC, its General Partner</u> Name of Petitioner</p> <p>Mailing Address of Individual Signing in Representative Capacity: <u>c/o Fortress Credit Opportunities I LP 1345 Avenue of the Americas New York, New York 10105</u></p>		
<p> <u>2/23/07</u> Signature of Attorney Date</p> <p><u>Goldberg Kohn Bell Black Roseappleman & Moritz, Ltd</u> Name of Attorney Firm (If any) Date Signed</p> <p>Address <u>55 East Monroe Street, Suite 3700 Chicago, Illinois 60603-5802</u> Name of Attorney Firm (If any)</p> <p>Telephone No. <u>(312) 201-4000</u> Address <u>919 Third Avenue New York, New York 10022</u> Name of Attorney Firm (If any)</p> <p>Telephone No. <u>(212) 756-2000</u></p>		
PETITIONING CREDITORS		
<p>Name and Address of Petitioner <u>D.B. Zwick Special Opportunities Fund, L.P. 745 Fifth Avenue, 18th Floor New York, New York 10019</u></p>	<p>Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwick Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwick Special Opportunities Fund, L.P.), as agent for the lenders (as amended).</p>	<p>Amount of Claim Not less than the principal amount of \$8,592,764.08, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code</p>
<p>Name and Address of Petitioner <u>D.B. Zwick Special Opportunities Fund, Ltd. 745 Fifth Avenue, 18th Floor New York, New York 10019</u></p>	<p>Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwick Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwick Special Opportunities Fund, L.P.), as agent for the lenders (as amended).</p>	<p>Amount of Claim Not less than the principal amount of \$13,435,306.99, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code</p>
<p>Name and Address of Petitioner <u>Fortress Credit Opportunities I LP 1345 Avenue of the Americas New York, New York 10105</u></p>	<p>Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwick Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwick Special Opportunities Fund, L.P.), as agent for the lenders (as amended).</p>	<p>Amount of Claim Not less than the principal amount of \$11,006,214.19, plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code</p>
<u>PETITIONING CREDITOR CLAIM INFORMATION CONTINUED ON NEXT PAGE</u>		
<p>Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.</p>	<p>Total Amount of Petitioners' Claims See Attached Additional Petitioning Creditors Sheet</p>	

OFFICIAL FORM 5 - Involuntary Petition - Page 4		Name of Debtor <u>3 Point Media - Utah, L.L.C.</u> Case No.
ADDITIONAL PETITIONING CREDITORS		
REQUEST FOR RELIEF		
Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.		
<input checked="" type="checkbox"/>  <u>2/22/07</u> Signature of Petitioner or Representative (State title) Date Signed	<input checked="" type="checkbox"/>  <u>2/22/07</u> Signature of Attorney	
Fortress Credit Opportunities II L.P. By Fortress Credit Opportunities II GP LLC, its General Partner Name of Petitioner	Goldberg Kohn Bell Black Rosenbloom & Moritz, Ltd. Name of Attorney Firm (If any)	Date Signed
Mailing Address of Individual Signing in Representative Capacity: c/o Fortress Credit Opportunities II LP 1345 Avenue of the Americas New York, New York 10105	Address 55 East Monroe Street, Suite 3700 Chicago, Illinois 60603-5802 Attn: Ronald Bartlett, Esq.	
	Telephone No. (312) 201-4000 Schulte Roth & Zabel LLP (co-counsel) Name of Attorney Firm (If any)	
	Address 919 Third Avenue New York, New York 10022 Attn: Adam C. Harris, Esq. and David M. Hillman, Esq.	
	Telephone No. (212) 756-2000	
PETITIONING CREDITORS		
Name and Address of Petitioner Fortress Credit Opportunities II L.P. 1345 Avenue of the Americas New York, New York 10105	Nature of Claim Past due debt due under Amended and Restated Financing Agreement, dated as of July 31, 2003, among the Debtor and certain of its affiliates named therein as borrowers, the financial institutions from time to time party thereto as lenders and D.B. Zwirn Special Opportunities Fund, L.P. (f/k/a Highbridge/Zwirn Special Opportunities Fund, L.P.), as agent for the lenders (as amended).	Amount of Claim Not less than the principal amount of \$5,115,213.18 plus interest, fees, and expenses, of which a portion is unsecured pursuant to section 506(a) of title 11 of the United States Code
	Total Amount of Petitioners' Claims	Not less than the principal amount of \$38,149,498.44, plus interest, fees, and expenses, of which not less than \$12,300 is unsecured pursuant to section 506(a) of title 11 of the United States Code